

Sean Dougherty  
AVP, Contracts  
CIT Rail



March 18, 2008

Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO 23550-A FILED

MAR 25 '08

2-53 PM

SURFACE TRANSPORTATION BOARD

RE: CFP02001

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of September 26, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 23550.

The names and addresses of the parties to the enclosed document are:

Lessee:	Cereal Food Processors 2001 Shawnee Mission Parkway Mission Woods, KS 66205
Lessor:	The CIT Group/Equipment Financing, Inc. 30 South Wacker Drive Suite 3000 Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CEFX 75408 – CEFX 75595 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty  
AVP, Contracts  
CIT Rail

Enclosures

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SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF LEASE AMENDMENT

THIS MEMORANDUM OF LEASE dated as of this 26 day of SEPT., 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Dr., Ste. 3000, Chicago, IL 60606 (the "Lessor") and, CEREAL FOOD PROCESSORS, a Kansas corporation, with an address at 2001 Shawnee Mission Pkwy, Mission Woods, KS 66205 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into an amendment dated as of SEPT 26 2007 to Schedule No. 01 dated November 1, 1999 between Lessor and Lessee covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Master Railcar Lease originally dated as of November 1, 1999 (the "Lease"); pursuant to a Memorandum of Lease filed with the Surface Transportation Board on July 5, 2007 as recordation number 23550.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Amendment, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Amendment, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: Jeffrey T. Lytle  
Title: SVP Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CEREAL FOOD PROCESSORS

By: [Signature]  
Name: Ken Bisping

# Schedule A

Number of Cars		Equipment Description
25		5,660 C.F. P.D. covered hopper car
1	CEFX	75408
2	CEFX	75420
3	CEFX	75431
4	CEFX	75433
5	CEFX	75439
6	CEFX	75445
7	CEFX	75455
8	CEFX	75458
9	CEFX	75469
10	CEFX	75470
11	CEFX	75473
12	CEFX	75479
13	CEFX	75481
14	CEFX	75494
15	CEFX	75495
16	CEFX	75500
17	CEFX	75501
18	CEFX	75505
19	CEFX	75510
20	CEFX	75511
21	CEFX	75571
22	CEFX	75572
23	CEFX	75573
24	CEFX	75590
25	CEFX	75595